

COMBUSTIBLE CHARTER APPROVAL SHEET

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE TCI BUSINESS CODE _____

14-15-022604

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000362008330518

Affix Barcode Label Here

ID # 00000280 ACK # 1000362008330518

PAGES: 0006

GUARDIAN FUND II - COLUMBIA MEZZ LLC

07/22/2015 AT 12:48 P WO # 0004510308

New Name _____

FEES REMITTED

Base Fee:	<u>20</u>
Org. & Cap. Fee:	_____
Expedite Fee:	_____
Penalty:	_____
State Recordation Tax:	<u>00</u>
State Transfer Tax:	<u>00</u>
Certified Copies	_____
Copy Fee:	_____
Certificates	_____
Certificate of Status Fee:	_____
Personal Property Filings:	_____
Mail Processing Fee:	_____
Other: <u>Howard</u>	<u>00</u>
<u>County</u>	<u>20</u>
TOTAL FEES:	<u>20</u>

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

_____ Designation of Resident Agent

_____ and Resident Agent's Address

_____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s)

Code _____

Attention: _____

Mail: Name and Address

NEUBERGER, QUINN, GIELEN, RUBIN & GIBBER
27TH FLOOR
ONE SOUTH STREET
BALTIMORE MD 21202-3298

Credit Card _____ Check ☒ Cash _____

2 Documents on 1 Checks

Approved By: 111

Keyed By: _____

COMMENT(S):

4557

Stamp Work Order and Customer Number HERE

CUST ID: 0003293728
 WORK ORDER: 0004510308
 DATE: 08-10-2015 10:15 AM
 AMT. PAID: \$140.00

Office Use Only

REPORT OF TRANSFER OF CONTROLLING INTEREST

(Please read the instructions below before completing this form)

1. Type of filing: ☒ Regular ☐ Permissive

2. Date of final transfer: July 22, 2015

3. Name of Real Property Entity whose interest is being transferred: Guardian Fund II – Columbia Mezz LLC

4. Mailing address for Real Property Entity: 6000 Executive Blvd, Suite 400, N. Bethesda MD 20852

5. Type of Real Property Entity: ☐ Corp ☒ LLC ☐ LP ☐ GP or Joint Venture
 ☐ Unincorporated REIT ☐ Other-specify _____

6. State of formation: Delaware

7. Total consideration for the controlling interest being transferred: \$ ZERO consideration being paid

8. List below the value attributable to each of the following assets:

a) Maryland Real Property	\$ <u>13,466,000</u>
b) Non-Maryland Real Property	\$ _____
c) Cash	\$ _____
d) Securities	\$ _____
e) Maryland Tangible Personal Property*	\$ _____

*Provide SDAT personal property account # for each return:

f) Non-Maryland Tangible Personal Property	\$ _____
g) Other: Attach description and method of valuation	\$ _____

9. Gross value of Real Property Entity assets: \$13,466,000

10. Real property in Maryland directly or beneficially owned by the Real Property Entity:

Parcel 1:

County Name Howard County SDAT Account No. 022604 Address or brief description 10025 Governor Warfield Parkway

Description of building/improvements: Office Building

Title holder if different from Item 3 above: Guardian Fund II – Columbia Associates, LLC

Consideration attributable to the parcel: \$ ZERO

Parcel 2:*

County Name _____ SDAT Account No. _____ Address or brief description _____

Description of building/improvements: _____

Title holder if different from Item 3 above: _____

Consideration attributable to the parcel: \$ _____

*If more than two parcels, attach a separate sheet and indicate total number of parcels: _____

11. Specify and explain any exemptions authorized by law being claimed with this filing:

(Attach a separate sheet if more space is required).

See Attachment


12. Transfer and Recordation taxes paid with this filing:

Item 7 amount: \$	<u> </u>	x	<u> </u>	= \$	<u> </u>	x	<u> </u>	= \$	<u> </u>
			Item 8a amount		Total amount		Co. Rate		Co. Recordation
Item 9 amount: \$	<u> </u>			\$	<u> </u>	x	0.5%	= \$	<u> </u>
					Total amount		St. Rate		State Transfer
				\$	<u> </u>	x	<u> </u>	= \$	<u> </u>
					Total amount		St. Rate		Co. Transfer

Total Taxes \$ 20.00 (filing fee)

Add the \$20 filing fee to the amount of the total taxes and make the check payable to the State Department of Assessments & Taxation.

13. I hereby declare under the penalties of perjury, pursuant to § 1-201 of the Maryland Tax-Property Code Annotated, that this filing (including any accompanying forms and attachments) has been examined by me and the information contain herein, to the best of my knowledge and belief, is true, correct and complete, that I am authorized to make this filing on behalf of the Real Property Entity, that I have accurately reported the percentage of controlling interest being transferred, that I have fully reported the consideration attributable to Maryland Real Property, and that I have answered truthfully each item of information requested on the form.

By: 
Anthony G. LaBarbera, Authorized Person

7 | 22 | 15

<u>Robert M. Ercole, Esquire</u>	<u>410-332-8559</u>
Name	Telephone

360151
6772.221

**Attachment To and Made Part of
Report of Transfer of Controlling Interest
Of
Guardian Fund II – Columbia Mezz LLC**

11. Specify and explain any exemptions authorized by law being claimed with this filing:

The exemption claimed is Section 12-117(c)(3) of the Tax Property Article of the Annotated Code of Maryland which provides that “The recordation tax is not imposed on the transfer of a controlling interest in a real property entity to another business if the ownership interests in the transferee business entity are held by the same persons in the same proportions as in the real property entity the controlling interest of which was transferred.”

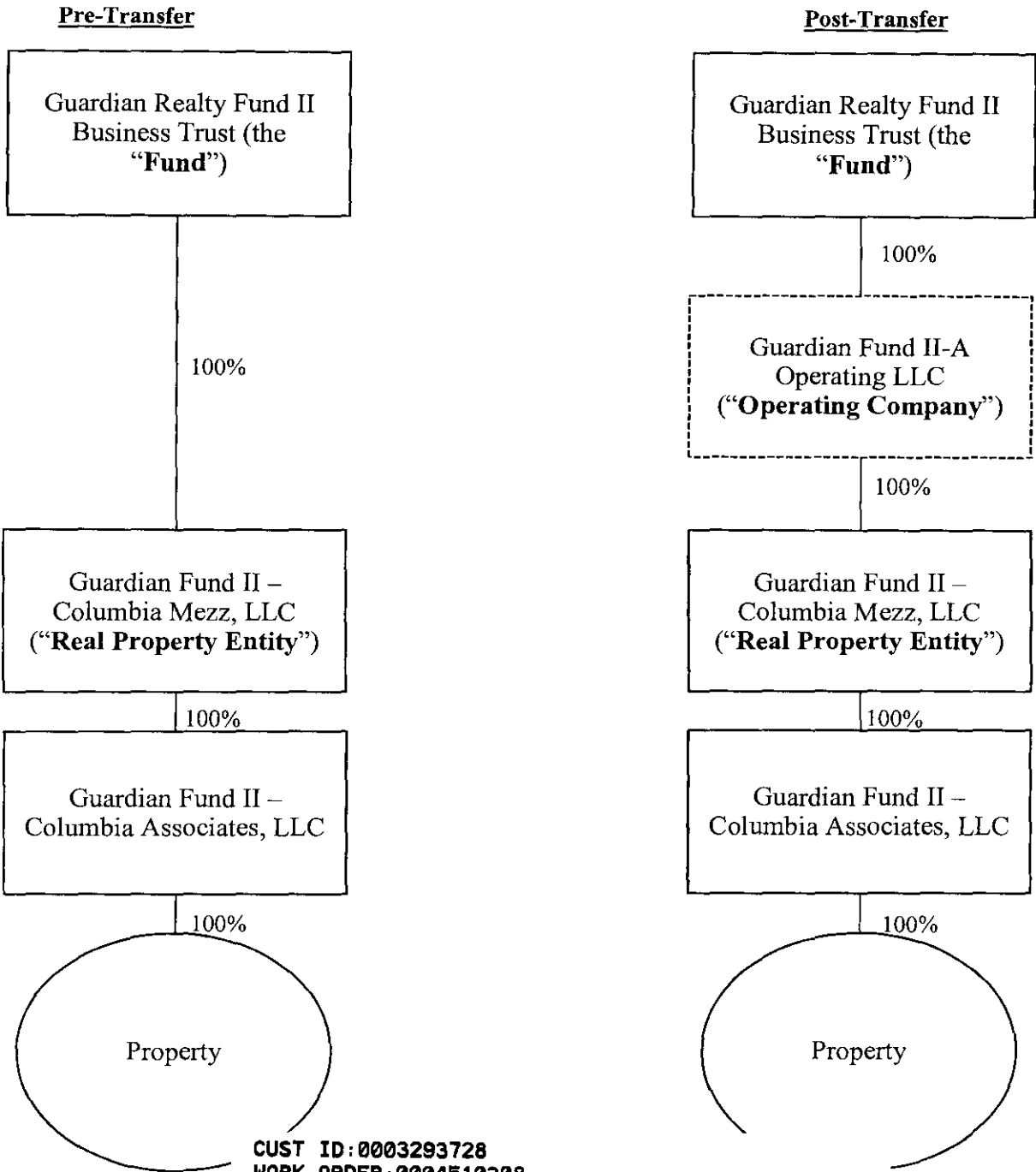
Guardian Fund II – Columbia Mezz LLC, a Delaware limited liability company (the “**Real Property Entity**”), owns 100% of Columbia Associates, LLC, a Maryland limited liability company. Columbia Associates, LLC is the owner of the Maryland Real Property referred to in Section 10. The Real Property Entity was 100% owned by Guardian Realty Fund II Business Trust, a Maryland business trust (the “**Fund**”), prior to the transfer.

The Fund has formed Guardian Fund II-A Operating LLC, a Delaware limited liability company (the “**Operating Company**”) which is 100% owned by the Fund. The Fund has contributed 100% of its interests in the Real Property Entity to the Operating Company.

Accordingly, the transfer of the controlling interest in the Real Property Entity is exempt under Section 12-117(c)(3) and corresponding Sections of the Tax-Property Article.

The Structure Chart on the following page depicts the organizational structure before and after the transfer.

STRUCTURE CHART



CUST ID:0003293728
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Dashed lines represent the new Operating Company to which the Fund has transferred its interests in the Real Property Entity.